

**IN THE UNITED STATES BANKRUPTCY COURT,
SOUTHERN DISTRICT OF NEW YORK**

In re

DELPHI CORPORATION, et al.
(Debtors)

: **CASE NO. 05-44481 (RDD)**
Chapter 11
(Jointly Administered)

**: MOTION FOR THE COURT TO
APPOINT LEGAL COUNSEL TO
REPRESENT THE SALARIED
EMPLOYEES, RETIREES AND
SURVIVING SPOUSES AND A STAY
OF TERMINATION OF BENEFITS
AND RELATED PROCEEDINGS**

William R. Stevens of Springboro, Ohio an Eligible Salaried Retiree of Delphi Corporation moves this court to appoint legal counsel to represent and protect me and the salaried employees, retirees and surviving spouses as a class in the pending motion before this court, filed by the debtors to terminate employer paid post retirement healthcare benefits and employer paid post retirement life insurance benefits. I also request that if the court grants the motion for legal counsel that a stay of the termination of benefits and related proceedings be granted to allow counsel adequate time to respond to Debtors' "SALARIED OPED TERMINATION MOTION"

Respectfully submitted,
(Signature applied to hardcopies)

William R. Stevens, Eligible Salaried Retiree
35 Robinglen Ct.
Springboro, OH 45066

MEMORANDUM

I request this court to grant this motion and assign legal counsel to represent and protect me and the salaried employees, retirees and their surviving spouses in the Debtors' "SALARIED OPED TERMINATION MOTION" pending before this court. I make this motion to the court due to the severity of the damage to myself and the 15,000 people that will result if the Debtors' Salaried OPED Termination Motion is granted. The Debtors' motion (ref. Preliminary Statement, item 8) even acknowledges "real hardship on the former beneficiaries of these terminated programs".

To give the court an appreciation of the severity of the termination of the subject benefits, I use my personal situation as an example. My annual costs for insurance for myself and my spouse will go from the present \$2640 per year to the post termination figure of \$16,524 per year. It is anticipated that these costs will continue for multiple years.

I request the court provide legal counsel to me and the other 15,000 unrepresented potential victims due to the irreversibility of the monetary damages involved and the short time period allowed by the Debtors for the victims to respond. I request that the court consider the unfairness of allowing one class of employee (bargaining unit) to be represented while leaving others (salaried) to fend for themselves. The absence of capable legal counsel prevents me and the other salaried victims from competently presenting arguments to the court that defend my (our) claim to the benefits in question and challenge the debtors' assertions in the OPED Termination motion. I allege that the Delphi spin-off by General Motors was initially an accounting sham to shed U.S based legacy costs, but in this unique economic downturn, has evolved into a constructive fraud that has created a special class of bankruptcy victims (salaried retirees) that have no viable legal remedy due to the absence of competent legal representation. I would seek to argue that a constructive fraud exists and is demonstrated by the temporary spin-off of Delphi from General Motors Corporation for a period of time long enough to dispose of undesired manufacturing plants, debt and equity market obligations and if the Debtors' OPED Termination motion prevails, the elimination of benefits of a subset of salaried employees. I (we) should be provided the legal representation to plead our case, now that the threshold of the alleged fraud is in sight, with the salaried retiree victims about to be harmed by the Debtors' OPED Termination motion.

I request, if the court agrees that salaried employees, retirees and surviving spouses are entitled to court provided legal representation, that a stay in the proceedings and an order staying the pending termination of benefits until said counsel can prepare a proper response.

Respectfully submitted,
(Signature applied to Hardcopies)

William R. Stevens, Eligible Salaried Retiree
35 Robinglen Ct.
Springboro, OH 45066

CERTIFICATE OF SERVICE

It is hereby certified that a copy of the foregoing was mailed to Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel); Counsel to the Debtors, Skadden,Arps,Slate,Meagher &Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.); Counsel for the agent under the postpetition credit facility, Davis Polk & Waldwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick); counsel for the official committee of

equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto) by regular U.S.Mail, this 12 th day of February, 2009.

William R. Stevens